

**EXHIBIT D**

10/20/2005 08:28 FAX 651 287 4138

ATTY GENERAL

002/005

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

In re:	)	Chapter 11
	)	
W.R. GRACE & CO., et al.,	)	Case No. 01-1139 (JF)
	)	(Jointly Administered)
	)	
Debtors.	)	

**STIPULATION CONCERNING WITHDRAWAL OF OBJECTION, CONSOLIDATION  
AND RECLASSIFICATION OF CERTAIN CLAIMS**

This stipulation is entered into between W.R. Grace & Co. and its affiliates (collectively, the "Debtors") and Minnesota Pollution Control Agency ("Claimant"). In consideration of the matters set forth herein and under the following terms and provisions, it is hereby stipulated and agreed between the Claimant and the Debtors as follows:

1. On April 22, 2002, this Court issued its Bar Date Order which established March 31, 2003 as the Bar Date for the filing of certain pre-petition (a) non-asbestos, (b) asbestos property damage and (c) medical monitoring claims.

---

1. The Debtors consist of the following 62 entities: W. R. Grace & Co. (D/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co.-Conn., A-I Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (D/k/a Cires Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (D/k/a Dewey and Almy Company), Eary, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (D/k/a Grace Cocoon Limited Partners I, Inc.), G C Management, Inc. (D/k/a Grace Cocoon Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (D/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Gravel, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L. B. Reilly, Inc., Litigation Management, Inc. (D/k/a GHSC Holding, Inc.), Grace JV11, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (D/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (D/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (D/k/a British Nursing Association, Inc.), Remedium Group, Inc. (D/k/a Environmental Liability Management, Inc.), E&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (D/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

10/20/2005 08:27 FAX 851 297 4138

ATTY GENERAL

003/005

2. The Claimant filed a proof of claim against the Debtors identified as Claim No. 9648.

3. On September 1, 2005, the Debtors filed their Fifteenth Omnibus Objection to Claims (the "15<sup>th</sup> Omnibus Objection") in which the Debtors sought to disallow and expunge Claim No. 9648.

4. The Debtors have discovered that although Claim No. 9648 was filed on an Asbestos Property Damage Claim Form, the claim is not a traditional asbestos property damage claim but instead is an environmental claim which under the Debtors' proposed Chapter 11 Plan, dated January 13, 2005, is to be treated as an environmental unsecured claim.

5. As a result, the Debtors agree to withdraw the objections to Claim No. 9648 set forth in the 15<sup>th</sup> Omnibus Objection and reclassify the claim as an environmental unsecured claim. This withdrawal and reclassification, however, is without prejudice and the Debtors reserve their right to object to Claim No. 9648 on any grounds in the future upon proper notice and consistent with applicable law.

6. The Debtors will include the withdrawal of the Objection to Claim No. 9648 and reservation of rights outlined herein in the proposed order relating to the 15<sup>th</sup> Omnibus Objection presented to the Court at the October 24, 2005 hearing on the status of the 15<sup>th</sup> Omnibus Objection.

7. Each party executing this Stipulation represents that such party has the full authority and legal power to do so. This Stipulation may be executed in counterparts and each such counterpart together with the others shall constitute one and the same instrument. The parties further agree that facsimile signatures hereon shall be deemed to be original signatures.

10/20/2005 08:27 FAX 651 297 4199

ATTY GENERAL

004/005

This Stipulation shall be binding upon and inure to the benefit of each of the parties, and upon their respective assignees, successors and/or partners.

8. This Stipulation constitutes the complete expression of the agreement of the parties hereto concerning the subject matter hereof, and no modification of or amendment to this Stipulation shall be valid unless it is in writing and signed by the party or parties to be charged.

9. The Bankruptcy Court shall retain jurisdiction to enforce this Stipulation and all matters relating hereto.

10. The Debtors shall direct the Claims Agent, Rust Consulting, Inc., to mark the Claims Register to reflect the matters set forth herein.

**STIPULATED AND AGREED:**

**MINNESOTA POLLUTION CONTROL  
AGENCY**

By: Alan C. Williams

One of their attorneys

Date: 10-20-05

**OFFICE OF THE ATTORNEY GENERAL  
STATE OF MINNESOTA**

Alan C. Williams  
Assistant Attorney General  
Suite 900, Bremer Tower  
445 Minnesota St.  
St. Paul, MN 55101  
651/296-7200  
Alan.Williams@state.mn.us

**W. R. GRACE & CO., et al.**

By: Janet S. Baer

One of their attorneys

Date: 10-20-05

**KIRKLAND & ELLIS LLP**

Michelle Browdy  
Janet S. Baer  
200 East Randolph Drive  
Chicago, Illinois 60601-6636  
Telephone: (312) 861-2000  
Facsimile: (312) 861-2200.

-and-

**PACHULSKI, STANG, ZIEHL, YOUNG,  
JONES & WEINTRAUB P.C.**

Laura Davis Jones (DE I.D. No. 2436)  
James O'Neill ( )  
910 North Market Street, 16<sup>th</sup> Floor  
P.O. Box 8705  
Wilmington, DE 19899-8705 (Courier 19801)

10/20/2005 08:27 FAX 851 287 4139

ATTY GENERAL

005/005

Telephone: (302) 652-4100  
Facsimile: (302) 652-4400

*Attorneys for Debtors  
and Debtors-in Possession*